Exhibit B

Smiley Declaration

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

	§	
In re	§	Chapter 11
	§	
COMPUTE NORTH HOLDINGS, INC.,	§	Case No. 22-90273-MI
et al., ¹	§	
	§	(Jointly Administered)
Debtors.	§	,
	§	

DECLARATION OF RACHAEL L. SMILEY IN SUPPORT OF APPLICATION TO EMPLOY FERGUSON BRASWELL FRASER KUBASTA PC AS EFFICIENCY COUNSEL FOR THE DEBTORS EFFECTIVE AS OF DECEMBER 7, 2022

I, Rachael L. Smiley, hereby declare as follows:

- 1. I am a shareholder in the law firm of Ferguson Braswell Fraser Kubasta PC (the "Firm"). I have been a member in good standing of the State Bar of Texas since 2008, and I have been admitted to practice in the United States District and Bankruptcy Courts for the Northern, Southern, Eastern and Western Districts of Texas.
- 2. I am familiar with the matters set forth herein and am authorized to make this declaration on the Firm's behalf.
- 3. I have extensive experience in chapter 11 bankruptcy cases of all sizes and levels of complexity. I have represented debtors, creditors, and committees in some of the more

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

prominent chapter 11 cases filed in Texas, including ASARCO, Texas Rangers Baseball Partners, Think Finance, LLC, and Neiman Marcus Group LTD LLC, to name just a few. I have also represented creditors in numerous recent chapter 11 cases filed before this Bankruptcy Courts in this District, including Pipeline Health System, LLC (No. 22-90291), Sungard AS New Holdings, LLC (No. 22-90018) and currently represent the plan administrator in Cypress Environmental Partners, L.P. (No. 22-90039). I believe that the Firm is both well qualified and particularly able to represent the Debtors in this case given this experience and expertise.

- 4. This declaration is submitted pursuant to sections 327(a), 330, and 1107(b) of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the "Local Rules") in support of the Application of Debtors and Debtors in Possession to Employ Ferguson Braswell Fraser Kubasta PC as Efficiency Counsel for the Debtors and Debtors in Possession Effective as of December 7, 2022 (the "Application").²
- 5. This declaration evidences the qualifications of the Firm under § 327 of the Bankruptcy Code to serve as efficiency counsel to the Debtors. The facts set forth below are based upon my personal knowledge.
- 6. The Application is being filed within thirty days of the commencement of services by the Firm; therefore, under Local Rule 2014-1(b)(1), it should be deemed a contemporaneous filing. Accordingly, the Firm seeks approval of the Application *nunc pro tunc* to December 7, 2022.

² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

SERVICES TO BE RENDERED

- 7. The Debtors have requested that the Firm render legal services in connection with its duties under chapter 11 of the Bankruptcy Code. The professional services that the Firm will render to the Debtors include the following:
 - (a) Assisting Paul Hastings with analyzing claims filed against the Debtors' estates and responding or objecting to such claims, as necessary and appropriate;
 - (b) Assisting Paul Hastings in advising the Debtors concerning preference, avoidance, recovery, or other actions that they may take to collect and to recover property for the benefit of their estates and their creditors, whether or not arising under chapter 5 of the Bankruptcy Code or otherwise, and filing litigation to recover such property, as necessary;
 - (c) Assisting Paul Hastings with preparations for the effective date of the Debtors' proposed plan of reorganization;
 - (d) Working with and coordinating efforts among the Debtors' other professionals, including Paul Hastings, to avoid duplication of effort among those professionals within the overall framework of the Debtors' chapter 11 cases; and
 - (e) Assisting Paul Hastings in performing all other services assigned by the Debtors to the Firm as efficiency counsel.

Subject to this Court's approval, the Firm is willing and able to represent the Debtors as efficiency counsel and render the services described above. A true and correct copy of the Engagement Agreement to which the Firm and the Debtors have agreed is attached hereto as Exhibit A to the Application.

- 8. The Firm is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm:
 - (i) is not a creditor, equity security holder, or insider of the Debtors;
 - (ii) is not and was not, within two years before the date of the filing of the bankruptcy case, a director, officer, or employee of the Debtors; and

- (iii) does not have an interest materially adverse to the interests of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.
- 9. In connection with the Firm's proposed retention by the Debtors in these chapter 11 cases, the Debtors have delivered the names of potential parties in interest ("Potential Parties in Interest"), which is attached hereto as "Schedule I." The Firm has reviewed this list to determine whether the Firm has any conflict or other relationships with these entities that might cause not to be disinterested or to hold or represent an interest adverse to the Debtors.
- 10. Based on the conflicts search conducted to date, to the best of my knowledge, neither I nor the Firm have any connection with the Debtors, their creditors, partners, or any other parties in interest, or their respective professionals, except as set forth herein.
- 11. Many of the Firm's attorneys have experience working at large law firms and have been active in various areas of the bar for many years. Consequently, the Firm may have "connections" with attorneys and other professionals involved in these chapter 11 cases. The Firm may have referred matters to professionals involved in this chapter 11 case, and it may have been referred to matters by such parties. The Firm may represent or have represented, from time to time, one or more of the professionals involved in these chapter 11 case.
- 12. The Firm may in the future represent creditors and other parties in interest of the Debtors' estates in connection with matters unrelated to the Debtors and these chapter 11 cases. Further, from time to time, the Firm may represent clients who may be creditors of the Debtors or affiliates of such creditors or may represent clients who enter into transactions with creditors of the Debtors or affiliates of such creditors. Under no circumstances, however, has the Firm agreed to, nor will it, represent any creditors of the Debtors or affiliates of such creditors or debtors in connection with these chapter 11 cases.

MANNER AND SOURCE OF PROFESSIONAL COMPENSATION

13. The Firm intends to apply for compensation for professional services to be rendered in connection with the bankruptcy cases, subject to approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the L.B.R., and any other applicable orders of this Court. The Firm understands that, in accordance with § 330(a) of the Bankruptcy Code, compensation will be payable on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. My rate for services rendered in these cases will be fixed at \$500 per hour. My colleague Alex Campbell's initial rate will be \$485 per hour, and my colleague Kevin Barnett's initial rate will be \$425. The Firm's rates are subject to periodic adjustment to reflect economic conditions, as well as experience and other similar factors; however, as a courtesy to the Debtors, the Firm and myself have agreed not to raise my rates billed at any time during my employment by the Debtors. I believe these rates are reasonable and customary in the relevant community for attorneys of our experience and skill and for cases of this nature. In fact, I believe these rates are materially lower than those rates charged by most lawyers in the relevant community for attorneys of our experience and skill and for cases of this nature. Our rates are set at a level designed to fairly compensate us for our work and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's representation, including, but not limited to, telephone and facsimile charges, mail charges for mass mailings, express mail charges, special or hand delivery charges, photocopying charges, travel expenses, computerized research, and transcription costs. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

COMPENSATION RECEIVED BY THE FIRM FROM THE DEBTORS

14. The Firm is not a creditor of the Debtors.

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15. The Firm has not been provided any services or been compensated for any services

by the Debtors prior to the Petition Date.

16. In accordance with Bankruptcy Code § 329 and Bankruptcy Rule 2016(b), I declare

that the Firm has not shared or agreed to share (a) any compensation it has received or may receive

with any other party or person, other than the Firm's partners, associates, or contract attorneys

with the Firm, or (b) any compensation any other party or person has received or may receive.

Pursuant to 28 U.S.C. § 1746, I, Rachael L. Smiley, declare under penalty of perjury under

the laws of the United States of America that the foregoing is true and accurate.

Dated: December 29, 2022

By: /s/ Rachael L. Smiley

RACHAEL L. SMILEY

Schedule I

POTENTIAL PARTIES IN INTEREST

Debtors

CN Atoka LLC CN Big Spring LLC CN Colorado Bend LLC CN Corpus Christi LLC CN Developments LLC CN Equipment LLC CN King Mountain LLC

CN Minden LLC CN Mining LLC CN Pledgor LLC

Compute North Holdings, Inc. Compute North Member LLC Compute North NC08 LLC Compute North NY09 LLC Compute North SD LLC Compute North Texas LLC Compute North TX06 LLC Compute North TX10 LLC Compute North, LLC

Banks

BMO Harris Bank, N.A. Fidelity Bank Plc.

Current and Former Directors & Officers

Harold Coulby Brian Falik Drake Harvey Bobby Kandaswamy

PJ Lee Jose Lima Dave Movius Dave Perrill Eli Scher Shounok Sinha Stephen Stenbeck Carl Stjernfeldt Jason Stokes Kyle Wenzel

Customers

[Redacted]

Debt Service

Generate Capital, PBC Post Road Administration

Electricity Provider

Constellation **Exelon Generation** Midamerican Energy Company

MP2 Energy Texas LLC Nebraska Public Power District

Employees and Contractors

Sean Aschoff Mark Beckendorf Robert Bisanz Matthew Boisjolie Matthias Bolda John Bouchard Nathan Buckley Arthur Calloway Christopher Chew Joey Colver

Brendon Coughtry

Nick Crain Gregory S. Cribb Einar A. Cristiani Jack D'Angelo Tim Dahl Eyal Dayan

Mark Decker Carlos Domenech Deana Dorosheko Cindy Doyle **Brad Ellis** Jean Esquier Giovanni Esteves Mohammed Fadlallah

Thomas Ferry Ken Flory David Galeano Israel Garcia Patrick Geisler Igor Gonta Patrick Govier Danny Grace Michael Grace James Griffith Chris Grumet Alexander Guddat Richard Hagen

Jonathan Hakim Brian Hakk Irving Hansen Richard Harvey Brian Haw James Haynes Jeff Hene Jesse Hensley Jiri Holba Andrei Isari Guy C. Jackson Barry Jeffries

Marshall Johnson Alexandre Julio Jordan Kanfer Khashayar Kashani

Khashayar Kashani Sandeep Katoch Thomas Kieffer Michael Kindel Joseph C. Kiser

Benjamin Kolpa Ron Konezny Robert L. Kramer Darius Kuzmicz

Liz Labelle

Thomas P. LaBelle Toby LaBelle Ronda Laplaca Bradley Lew Phillip Li David Lockard Nelu Mihai

Benjamin Morgan David Robert Morgan

Thomas Moser
Roman Nabatov
Max Niederluecke
Rooney Nimmo
Jack Perrill
John Perrill

John Perrill Richard Pieters Kayla Piper Nicola Piper Brian Pryor

Johnathon Ritucci

Tad Piper TTEE for the Tad W. Piper Revocable

Trust
Torben Rytt
Anthony Scaparra
Taylor Shakespeare
Nathan Sprague

Ben Stoos Philip Tooke Armen Tovmasyen Eric Tracy

Amar Tsolmon Jean Marcel Viljoen Jan Vyhlidka

Ralph Weber John Winslow Brent Wong Satven Yaday

Perrill

Insurance

AFCO

AON Risk Services

Arrowhead General Insurance Agency, Inc.

CNA Insurance

Hylant

IT

Flexential Corp. Sage Intacct Workiva Inc.

Lenders

Generate Lending, LLC Marathon Digital Holdings, Inc. Mercuria Energy America, LLC NextEra Energy Resources, LLC TZ Capital Holdings, LLC

Lessor

7575 Management LLC

Non-Debtor Affiliates

CN Borrower LLC
CN Wolf Hollow LLC
Compute North NE05 LLC
Marathon Compute North 1 LLC
Marathon Compute North 2 LLC
TZRC Horse Hollow LLC
TZRC King Mountain LLC
TZRC LLC
TZRC Mining LLC

Ordinary Course Professionals

Ernst & Young LLP Finn Dixon Growth Operators Advisory Services LLC Hello Temp Inc. Jackson Lewis P.C. Jackson Walker LLP Kutak Rock LLP McDonald Hopkins Meridian Compensation Partners LLC Nordmark Energy Consulting, LLC Norton Rose Fulbright US LLP RSM US LLP SALO, LLC Sira Corbetta Lopez de Letona Smith Anderson Blount Dorsett Mitchell & Jernigan LLP Mahesh Tripunitara Westwood Professional Services

Other Authentic Brand LLC Bootstrap Energy LLC **Bradley Arant Boult Cummings** Corporate Performance Strategies Inc. DNV Energy USA Inc. Dennis Fehr Gartner Inc. James B. Rogers, as trustee of the Max G. Aronson Trust U/A DTD 11/01/2006 James B. Rogers, as trustee of the Robert I. Aronson Trust U/A DTD 07/29/2003 James B. Rogers, as trustee of the Samuel L. Aronson Trust U/A DTD 12/08/2000 Jefferies LLC **MVP Logistics LLC**

NBTC

Nebraska Public Safety Task Force Northern Tool & Equipment

Nowlit Solutions Corp.

OverWatch Enterprises LLC

PandaDoc, Inc.

Pansing Hogan Ernst & Bachman

Paul Hastings

Portage Point Partners LLC

ProLift Rigging Company LLC

Quartz Energy Partners

Ramp Credit Card

SGS North America Inc.

StarTex Software LLC

Stephen Aronson Rev Living Trust U/A/D

07/15/2015

Texas Blockchain Council

The Gene Allen Trust

United Management - Rent Payment

Uptick Tech

URS Compliance WW Grainger Inc.

Payroll & Benefits

Insperity

Professionals

Ballard Spahr LLP CT Corporation System Foley & Lardner LLP Fredrikson & Byron, PA Kirkland & Ellis LLP Koho Consulting Milbank

Shareholders

Addison L Piper TTEE for the Addison L Piper Revocable Trust ADK Holdings LLC Callanish Capital Partners LP Coeranbrooke LLC Creekside Investments 1 LLC Daniel R Aronson & Martha G Aronson TRUSTEES for the Daniel R. Aronson Revocable Trust

Digital Currency Group Inc.

Elliot B Evers TTEE for the Elliot Evers 2010 Revocable Trust

Endurance Search Partners LLC

Fredric Goldberg Rev Trust U/A/D 05/15/2019

H2 Renewables LLC

Katherine E. Bispala TTEE for the Katherine E. Bispala Spousal Limited Access TR u/a/d Millennium Trust Co LLC Custodian FBO

Michael Thomas Zenk IRA XXXX65634

Muinzer Ventures LLC

Perrill Technology LLC

REIC Gamma (AM/DB) Holdings LLC

Reviva Inc.

SM & MS Partners

The Goldman Sachs Trust Company of

Delaware, as Trustee of the DP GST Exempt

Family Trust U/A/D 8/1/

Vedado Capital LLC

Vitali Compute LLC

Large Trade Creditors

7575 Management LLC

Bitmain

Bootstrap Energy LLC

CH Robinson Company Inc.

Circuit Breaker Guys, LLC City of Big Spring, TX

Commonwealth Electric Company of the

Midwest CorTalent

Echo Search Group Egauge Systems LLC Ernst & Young LLP Flexential Corp. Foundry Digital LLC

Freudenberg Filtration Technologies

Gartner Inc.

Growth Operators Advisory Services LLC

HubSpot

Koch Filter Corporation Koho Consulting

M A Mortenson Co.

Madel PA

Marathon Digital Holdings, Inc.

Maxim Crane Works

Meritus Recruiting Group LLC Midamerican Energy Company

MP2 Energy Texas LLC MVP Logistics LLC

NBTC

Norton Rose Fulbright US LLP

Opkalla Inc.

OverWatch Enterprises LLC Overwatch Surveillance LLC Rand Worldwide Subsidiary Inc.

Recruiters of Minnesota RK Mission Critical Russell A. Farrow US Inc. Spectrum Search Partners Starostka Group Unlimited Sunbelt Solomon Services, LLC Transfluid Services - Stark

Uline

Urban Solution Group US Bitcoin Corp.

Westwood Professional Services

U.S. Trustee Personnel, Judges, and Court Contacts

Albert Alonzo

Alicia Barcomb, Trial Attorney

Jacqueline Boykin, Legal Data Technician

Alethea Caluza, Paralegal Specialist

Ana Castro Jeannie Chavez Tracey Conrad LinhThu Do

Hector Duran, Trial Attorney Kevin M. Epstein, US Trustee Ivette Gerhard, Secretary

Brian Henault, Bankruptcy Analyst

Judge Marvin Isgur

Luci Johnson-Davis, Paralegal Specialist

Chief Judge David R. Jones Omar E. Jones, Auditor

Tyler Laws

Judge Christopher Lopez

Zilde Martinez, Courtroom Deputy Linda Motton, Paralegal Specialist

Ha Nguyen, Trial Attorney Judge Jeffrey P. Norman

Nathan Ochsner (Clerk of the Court) Glenn Otto, Bankruptcy Analyst

John Patouhas Kimberly Picota Vriana Portillo Mario Rios

Yasmine Rivera, Auditor Judge Eduardo V. Rodriguez Jayson B. Ruff, Trial Attorney Rosario Saldana, Case Manager

Millie Aponte Sall, Assistant U.S. Trustee

Patricia Schmidt, Legal Assistant Christy Simmons, Bankruptcy Analyst Gwen Smith, Legal Assistant Stephen Statham, Trial Attorney Christopher R. Travis, Trial Attorney Clarissa Waxton, Bankruptcy Analyst

Jana Whitworth, Trial Attorney

Utilities

AT&T Mobility Bosselman

Circuit Breaker Guys, LLC

City of Big Spring

City of Big Spring Water Dept.

City of Big Spring, TX Constellation New Energy

Edison Energy LLC

Fibercomm Gexa Energy

King Mountain Upton Wind, LLC Mercuria Energy America, LLC

Nebraska Link Holdings

Oncor Electric Delivery Company

Republic Services Shell Energy Solid Waste Agency Landfill

Texas-New Mexico Power Company

United Cooperative Services

Waste Management of Carol Stream, IL

Vendors / Service Providers

308 Construction LLC

AlphaGraphics Bloomington

Alternative Business Furniture

American Tower

Anthony Ostlund Louwagie Dressen & Boylan

P.A

A-Team Heating and Cooling Authority Electric & A/C

Aviat US Inc.

Aviation Charter Inc.

Baldwin Design Consultants, PA

Basin 2 Way

Basin Abstract & Title

berganKDV BG Ventures BHI Holdings LLC

Big Bend Telecom Bill.com

Bitmain BMO

Bosselman Energy

C&S Crane and Rigging LLC

Cage Engineering Inc. CH Robinson Company Inc.

Citizen Partners

City of Greenville, North Carolina

City of Kearney, Nebraska Classic Industrial Services Inc.

CliftonLarsonAllen Coffman Engineers Inc. Comfy Bowl, Inc.

Commonwealth Electric Company of the

Midwest

Complete Underground, LLC

Corpus Christi Rimz

CorTalent

CRG Corporation

CSC

Culligan of Kearney

Deluxe

DHL Express USA Inc.
Double Radius Inc.

Douglas Electrical Services LLC

Dunn Engineering, LLC Dwight Lane Investments **Eakes Office Solutions**

Ebay

Echo Search Group

Economic Development Council of Buffalo

County

ECS Southeast LLP Egauge Systems LLC

Electric Power Engineers, LLC

Energage LLC EnginSoft USA

Equipment Management Services LLC

Everington Consulting, Inc.

Fastenal FedEx

Ferguson Electric Construction

FiberComm, LLC Fidelity Bank

Finley Investigations & Security Inc.

Fireblocks Inc.

Freudenberg Filtration Technologies

G & G Golden Inc. Granbury Chamber

GrassRoots

GreenFox Marketing Solutions

Greenville Utilities

Ground Penetrating Radar Systems

Hays Companies, Inc. HDR Engineering, Inc. Heartland Pneumatic

Hire Right HM TECH LLC

HubSpot

Infrastructure Masons

Integrated Security Solutions, LLC

Steven Jackman

Jobplex
JSW Services
Kaige Kubota LLC
Kearney Power Sports
KGI Wireless Inc.

Kuncan Electronics Co Ltd. Land Management Group

LexisNexis Risk Solutions FL Inc.

Long Lines Broadband M A Mortenson Co.

Mackinnon Bruce International Maddox Industrial Transformer

Madel PA

Marlatt Machine & Welding LLC

Maxim Crane Works

McCamey County Hospital District

Meritus Recruiting Group LLC

Metro Alarm & Lock Midas Green Technologies Midland Lock and Safe

Mid-State Engineering & Testing, Inc.

Midway Chrysler Jeep Inc. Milco Environmental Services

Miller & Associates Consulting Engineers, P.C.

MiningDisrupt Mowrey, Ryen

NAI United Management, LLC

Nebraska Crane

Nebraska Department of Revenue

Nebraska Link Holdings, LLC dba OPTK

Networks

Nebraska Title Company

NextLink Internet

Office Furniture Liquidations

Ogletree Deakins Nash Smoak & Stewart Overhead Door Company of Permian Basin

PA Department of State Pegasus Energy LLC

Pennzoil-Quaker State Company

Phillips Fabrication, Inc.

Power Asset Recovery Corporation Power Search and Consulting LLC

Print Crypto Inc. Prosek LLC

PW Rentals, LLC/Roland Whitney

R. O. Youker, Inc.

Rand Worldwide Subsidiary Inc.

Recruiters of Minnesota

Redman's Shoes Republic Services Ricoh USA Inc. RK Mission Critical

Roebuck Staffing Company LLC Roth Staffing Companies LP Russell A Farrow US Inc.

Satellite Shelters Inc.

Sayler Screenprinting

Shenzhen 10Gtek International Co Ltd. Shenzhen Aimeijin Electronics Co, Ltd.

Shenzhen Guangyu Technology Co.

SHI International Corp.

Shoppas Material Handling, Ltd.

SignPro

Sirius Computer Solutions Inc.

Solid Waste Agency Landfill

Source Incorporated of Missouri

Spark Public Relations

Spectrum Search Partners Spyglass Home Inspections

Starostka Group Unlimited

State of Connecticut State of Delaware

Sunbelt Rentals

Sunbelt Solomon Services, LLC

Superior Cranes, Inc.

The Lockmobile LLC

Tech Strategy Leaders LLC TerraSano Services LLC Texan Restrooms LLC TForce Worldwide Inc.

The Wells Partnership Company Thompson Electric Company Thomson Reuters - West

TNT Crane & Rigging
Transfluid Services - Stark

Trond

True North Data Solutions Inc.

Uline

Ulteig Engineer's Inc.

United Cooperative Services

UPS Supply Chain Solutions, Inc.

Upton County

Urban Solution Group

US Compliance

USA Communications

Valdes Engineering Company

Valley Forklift

Verizon

Versatile Industries V VTH Advisors, LLC WAND Corporation Waste Management

West Texas Commercial Cleaning, LLC Wharton County Permit & Inspection Dept.

Williams Scotsman Inc.
World Wide Technology LLC
Zhejiang Quinntek Co Ltd.